

#13

16168-F

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RECORDATION NO. 16168-F FILED 1423

August 31, 1989

AUG 31 1989 -10 50 AM

9-243A007

INTERSTATE COMMERCE COMMISSION

Honorable Noreta R. McGee
Secretary
Interstate Commerce Division
Washington, D.C. 20423

RECEIVED
AUG 31 1989
FBI

Dear Ms. McGee:

On behalf of the First National Bank of Boston, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a document, entitled Partial Termination of Security Agreement, executed as of August 31, 1989 which should be included as part of the filing recorded on January 18, 1989 at 10:55 a.m., Recordation No. 16168 as the next available recordation number being 16168-F.

The executing party to the enclosed Partial Termination is:

The First National Bank of Boston - Secured Party
100 Federal Street
Boston, Massachusetts 02106

The Termination, among other things, terminates the security interest of the Secured Party in the boxcars listed in Exhibit A to the Termination.

The equipment covered is listed in the Termination.

A short summary of the document to appear in the ICC Index is as follows:

"Partial Termination of Security Interest."

Enclosed is a check in the amount of thirteen dollars (\$13.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the

Counterparts - C.F. Kappeler

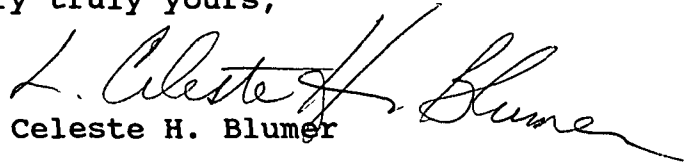
Honorable Noreta R. McGee MANWELL & WES

August 31, 1989

Page Two

Partial Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

A handwritten signature in cursive script, reading "L. Celeste H. Blumer". The signature is written in dark ink and is positioned above the printed name.

L. Celeste H. Blumer

Enclosures

LCHB:its

PARTIAL TERMINATION OF
SECURITY AGREEMENT

AUG 31 1989 -10 50 AM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of August 31, 1989, by The First National Bank of Boston, a national banking association, as Trustee (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns Eighty Nine (89) refrigerated boxcars bearing American Association of Railroads Designation Numbers as listed on Exhibit A attached hereto (the "Boxcars") which Boxcars are subject to a Lease of Railroad Equipment, dated as of January 23, 1989 between Union Pacific Railroad Company ("UP") and Helm, known as UP's C.D. No. 54792-28 (the "Lease"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Bank upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Bank (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to mortgage the Boxcars and discount the Lease to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Bank. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Boxcars and the Lease.

2. Termination of Security Interest. The Bank's security interest in the Boxcars and the Lease shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Bank's right, title and interest in and to the Boxcars and the Lease shall and has become null and void.

This Release shall have no effect on the Bank's security interest in and lien on any Collateral other than the Boxcars and the Lease and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF
BOSTON

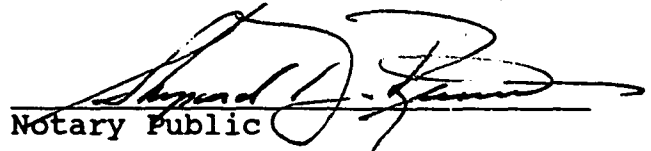
ATTEST:

Name: _____
Title: _____By: 
Title: Vice President

[CORPORATE SEAL]

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this 29 day of August, 1989, before me, personally appeared Evelyn D. Gaetano to me personally known, who being by me duly sworn, says that he is a Vice President of The First National Bank of Boston said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

My Commission Expires: 3-23-95

[SEAL]

EXHIBIT A

Eighty-Nine (89) Refrigerated Boxcars Numbers as follows:

<u>Old</u> <u>Numbers</u>	<u>New</u> <u>Numbers</u>	<u>Old</u> <u>Numbers</u>	<u>New</u> <u>Numbers</u>	<u>Old</u> <u>Numbers</u>	<u>New</u> <u>Numbers</u>
UPFE 452019	UPFE 461401	UPFE 452186	UPFE 461431	UPFE 452558	UPFE 461461
UPFE 452028	UPFE 461402	UPFE 452188	UPFE 461432	UPFE 452563	UPFE 461462
UPFE 452033	UPFE 461403	UPFE 452197	UPFE 461433	UPFE 452575	UPFE 461463
UPFE 452036	UPFE 461404	UPFE 452198	UPFE 461434	UPFE 451580	UPFE 461464
UPFE 452039	UPFE 461405	UPFE 452250	UPFE 461435	UPFE 452584	UPFE 461465
UPFE 452040	UPFE 461406	UPFE 452258	UPFE 461436	UPFE 452586	UPFE 461466
UPFE 452042	UPFE 461407	UPFE 452288	UPFE 461437	UPFE 452592	UPFE 461467
UPFE 452053	UPFE 461408	UPFE 452310	UPFE 461438	UPFE 452614	UPFE 461468
UPFE 452056	UPFE 461409	UPFE 452315	UPFE 461439	UPFE 452622	UPFE 461469
UPFE 452065	UPFE 461410	UPFE 452321	UPFE 461440	UPFE 452633	UPFE 461470
UPFE 452069	UPFE 461411	UPFE 452323	UPFE 461441	UPFE 452639	UPFE 461471
UPFE 452070	UPFE 461412	UPFE 452347	UPFE 461442	UPFE 452641	UPFE 461472
UPFE 452082	UPFE 461413	UPFE 452386	UPFE 461443	UPFE 452646	UPFE 461473
UPFE 452086	UPFE 461414	UPFE 452387	UPFE 461444	UPFE 452649	UPFE 461474
UPFE 452089	UPFE 461415	UPFE 452397	UPFE 461445	UPFE 452652	UPFE 461475
UPFE 452093	UPFE 461416	UPFE 452413	UPFE 461446	UPFE 452653	UPFE 461476
UPFE 452095	UPFE 461417	UPFE 452479	UPFE 461447	UPFE 452661	UPFE 461477
UPFE 452102	UPFE 461418	UPFE 452500	UPFE 461448	UPFE 452664	UPFE 461478
		UPFE 452506	UPFE 461449	UPFE 452667	UPFE 461479
UPFE 452106	UPFE 461420	UPFE 452507	UPFE 461450	UPFE 452673	UPFE 461480
UPFE 452107	UPFE 461421	UPFE 452509	UPFE 461451	UPFE 452675	UPFE 461481
UPFE 452117	UPFE 461422	UPFE 452516	UPFE 461452	UPFE 452676	UPFE 461482
UPFE 452125	UPFE 461423	UPFE 452518	UPFE 462453	UPFE 452677	UPFE 461483
UPFE 452132	UPFE 461424	UPFE 452524	UPFE 462454	UPFE 452682	UPFE 461484
UPFE 452133	UPFE 461425	UPFE 452533	UPFE 461455	UPFE 452686	UPFE 461485
UPFE 452137	UPFE 461426	UPFE 452535	UPFE 461456	UPFE 452692	UPFE 461486
UPFE 452154	UPFE 461427	UPFE 452540	UPFE 461457	UPFE 452699	UPFE 461487
UPFE 452169	UPFE 461428	UPFE 452545	UPFE 461458	UPFE 452717	UPFE 461488
UPFE 452172	UPFE 461429	UPFE 452546	UPFE 461459	UPFE 452720	UPFE 461489
UPFE 452182	UPFE 461430	UPFE 452547	UPFE 461460	UPFE 452723	UPFE 461490